

SMALL BUSINESS COMMISSION

FAIRFAX COUNTY, VIRGINIA

CHARTER AND BY-LAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of this organization shall be the Fairfax County Small Business Commission .

Section 2. Purpose. The purpose of the Fairfax County Small Business Commission is to advise and assist the Board of Supervisors, County Executive and County Purchasing Agent on any matter that will enhance the capability of small, minority-owned, and emerging businesses to succeed. Such matters are the formulation of policies or procedures which may affect the management, operation or financial stability of these businesses to better position them to do work in or for Fairfax County.

ARTICLE II

MEMBERSHIP

Section 1. Membership. The Fairfax County Small Business Commission membership shall be comprised of 12 unpaid residents of Fairfax County appointed and confirmed by the Chairman and members of the Board of Supervisors. Members shall represent key small and minority business organizations, as well as leaders in the small and minority business community. The commission members shall be one representative from each magisterial district and three at-large representatives.

Section 2. Appointment. Appointments of Commissioners shall be for a three-year term.

Section 3. Severance of Membership. Any Commissioner who fails to participate in the education and outreach work of the Commission or does not attend three consecutive meetings shall be subject to removal by the Board of Supervisors upon recommendation of the Commission.

ARTICLE III

OFFICERS

Section 1. Officers and Terms of Office.

- (a) The officers of the Commission shall be Chair and Vice Chair.
- (b) Any member of the Commission is eligible to serve in either of these offices.
- (c) The term of office shall begin on January 1 and shall be for a period of one year or until a successor takes office.
- (d) If an office becomes vacant for any reason, it shall be filled by an election at the next regular meeting having a quorum of members present. The newly elected officer shall complete the unexpired term of the officer succeeded.

Section 2. Duties of Officers.

- (a) The Chair shall preside at all general meetings of the Commission and is eligible to vote at all times. The Chair appoints standing committees and their chairperson with the consent of the majority of the Commission and appoints members to ad hoc committees and their chairperson unless overruled by a majority of the Commission. The Chair shall hold ex-officio membership on all committees. The Chair shall sign all actual documents necessary to carry out the functions of the Commission.
- (b) The Vice Chair shall perform the duties and exercise all the powers of the Chair at all Commission meetings which the Chair is unable to attend.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees. The standing committees of the Commission shall be: Legislative and Policy, Education and Outreach, Vendor Comments Board and Community Business Partnership.

- (a) Establishment of Standing Committees. The Commission may establish as many standing and special committees as may be required to perform its functions. The committees shall be established for a two-year period. The Commission may make interim appointments to fill vacated positions and replace non-participating members.

1. Commission shall provide education and outreach services to the business community. All Commissioners shall be expected to participate in the provision of these services and shall serve on education and outreach projects at the call of the Chair.

Section 2. Composition and Function of Standing Committees.

(a) Legislative and Policy

1. The Legislative and Policy Committee shall be concerned with matters of government procurement activities at all levels.
2. The Legislative and Policy Committee shall consist of three (3) members at least one from the Vendor Comments Board.

(b) Education and Outreach

1. The Education and Outreach Committee shall participate in the provision of these services to the business community and shall serve on education and outreach projects at the call of the Chair.
2. The Education and Outreach Committee shall consist of three (3) members.

(c) Vendor Comments Board

1. The Vendor Comments Board will give companies an independent forum to provide suggestions on how Fairfax County can improve its procedures for buying goods and services.

(d) Community Business Partnership

1. The one (1) member from the SBC shall serve on the Community Business Partnership Board.
2. The SBC representative shall have full voting rights.
3. The SBC representative shall provide a written report to the SBC at the first SBC meeting immediately following a CBP Board meeting.

Section 3. Special Committees. The Chair and/or Commission may appoint special committees as necessary.

Section 4. Reports. Each Committee shall transmit an annual written report to the Fairfax County Small Business Commission Chair who shall report salient developments as part of the Commission's Annual Report.

ARTICLE V

MEETINGS

Section 1. The Commission shall meet at least quarterly at the call of the Chair or at the call of any five members, with at least five days notice given to all members. Meetings shall be held at a place arranged for by the staff of the Department of Purchasing and Supply Management.

Section 2. Committee meetings may be held at the call of the Committee Chair or at the request of two members, with at least two days notice given to all committee members.

Section 3. All meetings of the Commission shall be open to the public.

Section 4. The Commission shall ensure that a written record is kept of all votes, actions and formal recommendations. However, detailed minutes of meetings shall not be required.

ARTICLE VI

QUORUM AND PROXIES

Section 1. Quorum. Fifty percent of the Commissioners shall constitute a quorum. In the event that neither the Chair nor Vice Chair is available, the member present with the longest tenure shall act as Chair.

Section 2. Proxies. There shall be no proxies.

ARTICLE VII

ANNUAL REPORT

Section 1. Annual Report. At least annually, within the first quarter following the end of the calendar year, the Commission shall prepare and submit a report covering the previous calendar year's activities to the Board of Supervisors which shall include a summary of its activities over the past year and recommendations on legislative and/or policy initiatives or changes to further the objectives set forth in Article I of this Charter.

ARTICLE VIII

ETHICS AND CONFLICT-OF-INTEREST

Section 1. Ethics and Conflict-of-Interest. The provisions of §2.2-3103 of the *Code of Virginia* apply to the Commission as an advisory agency to the Fairfax County government. Accordingly, Commissioners shall not, among other things:

- (a) solicit or accept money or other thing of value for services performed within the scope of their official duties, except for reimbursement for authorized expenses;
- (b) offer or accept any money or other thing of value for, or in consideration of, the use their public positions to obtain a contract for any person or business with any governmental or advisory agency;
- (c) use for their own economic benefit or that of another party confidential information which they have acquired by reason of their public positions and which is not available to the public;
- (d) accept any money, loan, gift, favor, service, or business or professional opportunity that reasonably tends to influence them in the performance of their official duties; or
- (e) accept any business or professional opportunity when they know that there is a reasonable likelihood that the opportunity is being afforded them to influence them in the performance of their official duties.

Section 2. Statement of Economic Interests. In accordance with §2.2-3115 and §2.2-3117 of the *Code of Virginia*, each Commissioner shall, upon appointment and annually, thereafter, complete a *Commonwealth of Virginia Statement of Economic Interests* and submit same to the Clerk to the Board of Supervisors.

ARTICLE IX

EFFECTIVE DATE AND AMENDMENT

This Charter and these by-laws shall become effective immediately upon an affirmative vote of the Board of Supervisors and may be amended only by the Board of Supervisors.